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Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
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**NOTICE OF FILING OF SECOND AMENDED PROPOSED ORDER UNDER 11 U.S.C. §§  
105, 363, AND 365 AND FED. R. BANKR. P. 2002, 6004, 6006, AND 9014 (I) APPROVING  
(A) SALE OF DEBTORS' ASSETS PURSUANT TO ASSET  
PURCHASE AGREEMENT WITH BERKSHIRE HATHAWAY INC.;  
(B) SALE OF PURCHASED ASSETS FREE AND  
CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS;  
AND (C) RELATED AGREEMENTS; AND (II) GRANTING RELATED RELIEF**

**PLEASE TAKE NOTICE THAT** on May 14, 2012, the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors")<sup>1</sup> filed the *Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 For Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of*

<sup>1</sup> The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC in Support of the Chapter 11 Petitions and First Day Pleadings [Docket No. 6].

*Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief (the “Sale Motion”) [Docket No. 61].*

**PLEASE TAKE FURTHER NOTICE THAT** on June 28, 2012, in connection with the Sale Motion, the Debtors filed the *Proposed Order Under 11 U.S.C. §§ 105, 363, and 365 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 (I) Approving (A) Sale of Debtors’ Assets Pursuant to Asset Purchase Agreement with Berkshire Hathaway Inc.; (B) Sale of Purchased Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; and (C) Related Agreements; and (II) Granting Related Relief (the “Proposed BH Sale Approval Order”) [Docket No. 537].*

**PLEASE TAKE FURTHER NOTICE THAT** on November 15, 2012, and in connection with the Sale Motion, the Debtors filed the *Amended Proposed Order Under 11 U.S.C. §§ 105, 363, and 365 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 (I) Approving (A) Sale of Debtors’ Assets Pursuant to Asset Purchase Agreement with Berkshire Hathaway Inc.; (B) Sale of Purchased Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; and (C) Related Agreements; and (II) Granting Related Relief (the “Amended Proposed BH Sale Approval Order”) [Docket No. 2181].*

**PLEASE TAKE FURTHER NOTICE THAT** on November 19, 2012, and in connection with the Sale Motion, the Debtors filed the *Second Amended Proposed Order Under 11 U.S.C. §§ 105, 363, and 365 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 (I) Approving (A) Sale of Debtors’ Assets Pursuant to Asset Purchase Agreement with Berkshire Hathaway Inc.; (B) Sale of Purchased Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; and (C) Related Agreements; and (II) Granting Related Relief (the “Second Amended Proposed BH Sale Approval Order”), attached hereto as Exhibit 1. A comparison of the Proposed BH Sale Approval Order and the*

Second Amended Proposed BH Sale Approval Order is attached hereto as Exhibit 2. A comparison of the Amended Proposed BH Sale Approval Order and the Second Amended Proposed BH Sale Approval Order is attached here to as Exhibit 3.

**PLEASE TAKE FURTHER NOTICE** that a copy of the Proposed Amended BH Sale Approval Order can be viewed and obtained on the Court's internet website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov) and on the independent website maintained by the Debtors, <http://www.kccllc.net/rescap>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov) and can be obtained through the PACER Service Center at [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov).

Dated: November 20, 2012  
New York, New York

/s/ Gary S. Lee

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